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TO: DIVISION OF CORPORATIONS

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NAME: LUBRICANT CORPORATION OF THE AMERICAS, INC.

AUDIT NUMBER.....H98000003957

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....5

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ARTICLES OF INCORPORATION
OF
LUBRICANT CORPORATION OF THE AMERICAS, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME AND PRINCIPAL OFFICE

The name of the Corporation and its principal office is located at: LUBRICANT CORPORATION OF THE AMERICAS, INC.
3000 N.W. 125 Street
Miami, Florida 33167

ARTICLE II. NAME OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One and 00/100 (\$1.00) Dollar per share.

Shares may be issued only for consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

This instrument prepared by:
Matt D. Goldman, Esq.
Matt D. Goldman, P.A.
1450 Madruga Avenue
Suite 203
Coral Gables, Florida 33146
Florida Bar No.: 286516
(305) 668-0875

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ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of corporation is:

Matt D. Goldman, Esq.
Matt D. Goldman, P.A.
1450 Madruga Avenue
Suite 203
Coral Gables, Florida 33146

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name of the initial directors of this corporation and their street addresses are:

Neal Schaecter	David Schaecter	Norman Sted, Jr.
3000 N.W. 125 St.	3000 N.W. 125 St.	3000 N.W. 125 St.
Miami, FL 33167	Miami, FL 33167	Miami, FL 33167

The persons named as initial directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these

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Articles of Incorporation as the incorporator is:

Matt D. Goldman
1450 Madruga Avenue
Suite 203
Coral Gables, Florida 33146

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by at least the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the incorporator, has executed the foregoing Articles of Incorporation as of the 26th day of February, 1998.

BY: Matt D. Goldman

Matt D. Goldman

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS

BEFORE ME, a Notary Public, personally appeared Matt D. Goldman, known to be the person described as incorporator and who executed the foregoing Articles of Incorporation for the reasons expressed therein.

WITNESS my hand and seal at _____ County, Florida this _____ day of _____, 1998.

NOTARY PUBLIC, STATE OF FLORIDA
Notary's Name: _____

() personally known to me
() produced the following identification _____

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

In compliance with section 48.091, Florida Statutes the following is submitted:

That--LUBRICANT CORPORATION OF THE AMERICAS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 3000 N.W. 125 Street, Miami, Florida 33157, County of Miami-Dade, State of Florida, has named Matt D. Goldman, Esq., Matt D. Goldman, P.A., 1450 Madruga Avenue, Suite 203, Coral Gables, Florida 33145, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Signature: _____

Matt D. Goldman, registered agent

Dated: _____

February 26, 1998

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